

SEP 25 '08

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 25, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment dated as of September 25, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Rail Leasing V.L.P.
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: Mitsui Rail Capital, LLC
71 South Wacker Drive, Suite 1800
Chicago, Illinois 60606

Anne K. Quinlan, Esq.
September 26, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 railcars: TILX 032705 - TILX 032754.

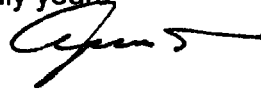
A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF RIDER NO. 4 TO RAILCAR LEASE
AGREEMENT DATED MAY 23, 2005 BETWEEN TRINITY RAIL LEASING V, L.P.
AND BUILDING MATERIALS CORPORATION OF AMERICA**

This Memorandum of Assignment of Rider No. 4 to Railcar Lease Agreement dated May 23, 2005 is made and entered into effective September 25, 2008 by and between Trinity Rail Leasing V, L.P., (Assignor), and Mitsui Rail Capital, LLC, (Assignee).

WITNESSETH:

1. Pursuant to Rider No. 4 dated November 29, 2005, as amended by Amendment No. 1 dated January 22, 2008, to Railcar Lease Agreement dated May 23, 2005, (collectively, the "Lease") Assignor leases to Building Materials Corporation of America (formerly d/b/a GAF Materials Corporation) ("Lessee") certain railcars bearing reporting marks detailed on the attached Schedule 1.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor certain obligations under the Lease and the corresponding railcars which are the subject of that Lease pursuant to the Assignment Agreement dated September 25, 2008.
3. This Memorandum is intended to be recorded with the Surface Transportation Board and may be executed by the parties hereto in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be signed and sealed by their respective officers as of the date and year first above written.

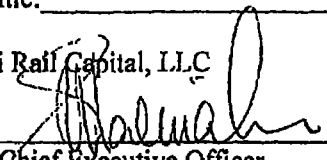
Trinity Rail Leasing V L.P.

By: TILX GP V, LLC, general partner

By: _____

Title: _____

Mitsui Rail Capital, LLC

By:  _____

Title: Chief Executive Officer

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this ____ day of September, 2008, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of TILX GP V, LLC, general partner of Trinity Rail Leasing V LP and that the foregoing Memorandum of Assignment was signed on behalf of said limited partnership. Further, he acknowledged that the execution of the foregoing Memorandum of Assignment was the free act and deed of Trinity Rail Leasing V LP.

Notary Public

[Notarial Seal]

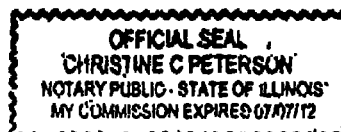
My commission expires.

STATE OF ILLINOIS §
 § SS:
COUNTY OF COOK §

On this 25 day of September, 2008, before me personally appeared Seigo Watanabe to me personally known, who being by me duly sworn, says that he is the Chief Executive Officer of Mitsui Rail Capital, LLC and that the foregoing Memorandum of Assignment was signed on behalf of said company. Further, he acknowledged that the execution of the foregoing Memorandum of Assignment was the free act and deed of said company.

Christine C Peterson
Notary Public

(Notarial Seal)
My commission expires.



**MEMORANDUM OF ASSIGNMENT OF RIDER NO. 4 TO RAILCAR LEASE
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Trinity Rail Leasing V L.P.

By: TILX GP V, LLC, general partner

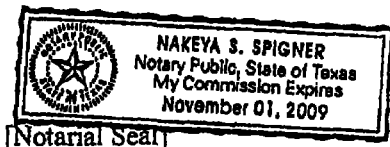
By: 
Eric Marchetto
Title: Vice President

Mitsui Rail Capital, LLC

By: _____
Title: Chief Executive Officer

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 25th day of September, 2008, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of TILX GP V, LLC, general partner of Trinity Rail Leasing V LP and that the foregoing Memorandum of Assignment was signed on behalf of said limited partnership. Further, he acknowledged that the execution of the foregoing Memorandum of Assignment was the free act and deed of Trinity Rail Leasing V LP.



Nakaya S. Spigner
Notary Public

My commission expires.

November 1, 2009

SCHEDULE 1
DESCRIPTION OF EQUIPMENT

<u>ID</u>	<u>Asset Mark</u>	<u>ID</u>	<u>Asset Mark</u>
1	TILX032705	26	TILX032730
2	TILX032706	27	TILX032731
3	TILX032707	28	TILX032732
4	TILX032708	29	TILX032733
5	TILX032709	30	TILX032734
6	TILX032710	31	TILX032735
7	TILX032711	32	TILX032736
8	TILX032712	33	TILX032737
9	TILX032713	34	TILX032738
10	TILX032714	35	TILX032739
11	TILX032715	36	TILX032740
12	TILX032716	37	TILX032741
13	TILX032717	38	TILX032742
14	TILX032718	39	TILX032743
15	TILX032719	40	TILX032744
16	TILX032720	41	TILX032745
17	TILX032721	42	TILX032746
18	TILX032722	43	TILX032747
19	TILX032723	44	TILX032748
20	TILX032724	45	TILX032749
21	TILX032725	46	TILX032750
22	TILX032726	47	TILX032751
23	TILX032727	48	TILX032752
24	TILX032728	49	TILX032753
25	TILX032729	50	TILX032754

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/26/08



Robert W. Alvord